



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 709488

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (check if this is an amend Camden Partners Limited Partnersh		ged, and indicate ch	nange.)		
Filing Under (Check box(es) that apply): Type of Filing: [] New Filing [X] Amend	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[X] ULOE
	A. E	BASIC IDENTIFIC	CATION DATA		
1. Enter the information requested about the	issuer				
Name of Issuer (check if this is an amendme Camden Partners Limited Partnersl		d, and indicate chan	ge.)		SEF 1 1 2004 >
Address of Executive Offices 1 South Street, Suite 2150, Baltimore Mai (Number and Street, City, State,			0- 895-3848 nber (Including Ar	ea Code)	203/6
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City	y, State, Zip Code)	Telephone Numb	per (Including Area Cod	e)
Brief Description of Business: Hedge Fund	d				PROCESSED
Type of Business Organization [] corporation [] business trust	[X] limited partnersl			[] other (please spec	SEP 1 4 2004 THOMSON FINANCIAL
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organizatio	č	[08] Postal Service abbr	eviation for State:		mated

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

SEC 1972

(6/02)

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [X]	General and/or Managing Partner	
Full Name (Last name	first, if individual) Camden Partn	ers Hedge Fund I, L	LC		
	Address (Number and Street, City, 150, Baltimore, Maryland 21202	State, Zip Code)			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer		General and/or Managing Partner	
Full Name (Last name	first, if individual) Warnock, Dav	id L.	and the second s	окронический комперия (при при при при при при при при при при	<u>Australia (1886-1988) (1888-1988) (1888-1988) (1888-1988) (1888-1988) (1888-1988) (1888-1988) (1888-1988) (18</u>
	Address (Number and Street, City, 150, Baltimore, Maryland 21202	State, Zip Code)		teritoria (Catalande Perrupu procesoria di Antaria Antaria Antaria Antaria Antaria Antaria Antaria Antaria Ant	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer		General and/or Managing Partner	
Full Name (Last name	first, if individual) Hughes, Donal	d .	and the control of th		
	Address (Number and Street, City, 150, Baltimore, Maryland 21202	, State, Zip Code)		ariano di Pangana di P	anna anna ann an t-aireann ann an t-aireann ann ann ann ann ann ann ann ann ann
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner	
Full Name (Last name	e first, if individual) Johnston, Rich	nard			
	e Address (Number and Street, City, 2150, Baltimore, Maryland 21202	, State, Zip Code)	APP - Market and Control APP - Market and Control APP - Market and APP -	CHIOCOLO III DOSANI YALACIO (CHIOCOLO III AMBALI III III III III III III III III III	ussauman 2014 - 1
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner	
Full Name (Last name	e first, if individual) Manning, Jam	ies		NATIONAL STREET, STREE	
	e Address (Number and Street, City Island, Georgia 31561	, State, Zip Code)			

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	· · · · · · · · · · · · · · · · · · ·	neral and/or naging tner
Full Name (Last name	first, if individual) Cole, James			
	Address (Number and Street, City, ngton, Louisiana 70433	State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer		neral and/or maging mer
Full Name (Last name	first, if individual) Cole, Joanne			
	Address (Number and Street, City, ngton, Louisiana 70433	State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director [] Ger Mar Par	naging
Full Name (Last name	first, if individual) WMS Growth	Fund, LLC		
	Address (Number and Street, City, nue, Suite 204, Towson, Maryland 2		and the second s	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director [] Ger Mar Par	naging
Full Name (Last name	first, if individual) Garrott, Thom	as, M.	cycogogogogogogo (100) Minimegogogogogogogogogogogogogogogogogogogo	
	e Address (Number and Street, City, te, 4thFloor, Memphis, Tennessee 3			
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director [] Ger Mar Par	naging
Full Name (Last name	e first, if individual) Donald de Las	ki Revocable Trust	ant (an Arras ann) a stain (An Arras ann) a tha tha tha tha tha tha tha tha tha t	
	e Address (Number and Street, City, treet, Great Falls, Virginia 22066	State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer		neral and/or maging mer
Full Name (Last name	e first, if individual) Berkeley, Rich	ard M.		
	e Address (Number and Street, City 2150, Baltimore, Maryland 21202 (Use blank sheet, or copy and		s of this sheet, as necessa	ary.)

B. INFORMATION ABOUT OFFERING

1. Has th	e issuer so	old, or does	the issue	r intend to	sell, to non	-accredited	l investors in	this offering	?			Yes No [] [X]	
				Answ	er also in A	Appendix, C	Column 2, if f	iling under l	JLOE.				
2. What i	is the mini	imum inve	stment tha	t will be a	ccepted from	m any indiv	vidual?	*******				\$_250,000 ¹	_
3. Does t	he offerin	g permit jo	int owner	ship of a s	ngle unit?			••				Yes No]
similar re associate dealer. If	emuneration d person of more that	on for solic or agent of	itation of a broker of ersons to	purchasers or dealer re	in connect gistered wi	tion with sa th the SEC	be paid or gi tles of securit and/or with a of such a brok	ies in the off a state or stat	ering. If a p	erson to be name of the	listed is ar broker or		
Full Na	ıme (Las	st name i	īrst, if i	ndividua	l) Redw	ine, Crai	g						
	ss or Re 1a. 2820		Address	(Numbe	r and Str	eet, City	, State, Zip	Code) 2	01 South	Tryon S	rreet, Sui	te 1150, Chai	rlotte, North
Name	of Assoc	iated Br	oker or	Dealer	Redwine	& Comp	any, Inc.						
							Solicit Pu	rchasers					
					States)				- سنچم	[] All Sta		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[X][MO]	*
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[X][NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	ame (La	st name	first, if i	ndividua	l) Not A	pplicable.			**************				
Busine	ss or Re	sidence	Address	(Numbe	r and Str	eet, City	, State, Zip	Code)					
Name	of Assoc	ciated Br	oker or	Dealer									
					cited or In		Solicit Pu	rchasers		[] All S	tates	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]		[NM]	[NY]		[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full N	ame (La	st name :	first, if i	ndividua	l) Not A	pplicable	2		MYMBELECHE CAUNCEP SHYDYYYY COMMOCOLY P	alle Third Color and Annual Inc. (1994). Also see	en seenna sintin sintey va enseene va na n		
Busine	ss or Re	sidence	Address	(Numbe	r and Str	eet, City	, State, Zip	Code)	***************************************	ern viller repose rennembesidt til esse	***************************************		
Name	of Asso	ciated Br	oker or	Dealer				Metropological description of the second		n-violetininingen genoemen verste literarys		**************************************	
States	in Whic	h Person	Listed 1	Has Soli	cited or I	ntends to	Solicit Pu	rchasers					
(Check	c "All St	ates" or	check in	dividual	States).					[] All S	tates	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY	[LA]	[ME	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]] [NY] [NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
			(Use	blank sl	neet, or c	opy and	use additi 4 of		es of this	sheet, a	s necessa	• .	2 1972 (6/02)

¹ Camden Partners Hedge Fund I, LLC, a Delaware limited liability company, the General Partner of the Issuer, may, in its sole discretion, waive the minimum investment requirement for any investor.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt \$ Equity [] Common [] Preferred Convertible Securities (including warrants) \$ Partnership Interests (Limited)..... \$47,000,000 \$14,968,856.90 Other (Specify Total \$ 47,000,000 \$14,968,856.90 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors 52 \$14,968,856.90 Non-accredited Investors \$ n Total (for filings under Rule 504 only) \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 N/A N/A Regulation A N/A N/A Rule 504 N/A \$ N/A Total N/A N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs \$ Legal Fees Accounting Fees

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) State Filing Fees_.....

Total

\$

\$ 0

\$1,000

\$1,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 46,999,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$0	[]\$0
Purchase of real estate	[]\$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$ 0
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$0	[]\$0
Repayment of indebtedness	[]\$0	[]\$ 0
Working capital	[]\$0	[]\$ 0
Other (specify): Investments	[]\$ 0	[X] \$ 46,999,000
Column Totals	[]\$0	[X] \$ 46,999,000
Total Payments Listed (column totals added)	[]	X] \$ 46,999,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

		the second of the second of the second of
Issuer (Print or Type)	Signature	Date
Camden Partners Limited Partnership	Juta.	9/10/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
	By: Shane H. Kim,	
By: Camden Partners Hedge Fund I, LLC, General Partner	a Member	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E.	ST	ATE	SIGN	IATU	IRE
----	----	-----	------	------	-----

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	
provisions of such rule?	Yes No [] [X]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
	9/10/04
Camden Partners Limited Partnership	
Name of Signer (Print or Type)	Title (Print or Type)
	By: Shane H. Kim,
By: Camden Partners Hedge Fund I, LLC, General Partner	a Member

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to no accrecinvesto Star (Part B-I	to sell on- dited ors in te	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
		de la l'alternation de proposition de la constant d		Number of Accredited		Number of Non- Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK	andre a Marconaudo Martino Portuguia de Parto Part				The same of the same when the same same same same same same same sam				
AZ									
AR	a Calabandania kaminindani masi sa kaminingapusa siyo					**************************************			
CA					Marini Manasana menementa na ame				
СО					*****				
CT						on section and the section and		· · · · · · · · · · · · · · · · · · ·	
DĘ		er and a second of	and a district and a first the state of the district and the state of						
DC:								- C. CH. 102 103 103 103 103 103 103 103 103 103 103 103 103 103 103	and the second s
FL	raku di wasa kasa mai mili ma		enders with a color of the access to the first send on the access to the		The tax management of the tax of the tax of the tax of tax	general del construir de la company de l La company del company de la company		And a strict of the strict of	
GA HI	persona i serven (1967) eritat sistes (1964) eritat	the place of the transition of the second	erry yn e rangen e ferfan i far en ferfan e fan en man han en planet er fa ferfan yn en ferfan e fan en ferfan		1	and we consider the reference of the polycombon control of the second section of the secti		nder a ver a verkenstjørende a verde a verke sammelindelige (verkenske)	***************************************
ID		· · · · · · · · · · · · · · · · · · ·	agas para para mandalang na atau mata 1 sta d ing na panggap panggapan at in matan at at at at at at at at at a			anni antari da antari			
IL.			(1) / (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)					en l'artinonne en standard des trains des al maisseagraphes magné	
IN						The state of the s			
IA									
KS		**************************************	MA ANNE STATE COMMENTE OF THE STATE OF THE S			unterstand to the state of the STATE by enjoy perjumpy undergrowth of the state of the decision of the state		en fra na féirea la en éir fea northréinn h aing agus agus	
KY		TOTAL CONTROL OF THE SECOND				a Partical District Committee Commit		a. a	
LA		a proposition de la companya de la c				Andrew (All Andrew Andr			
ME					·				
MD			Limited Partnership Interests	1	\$40,000				
MA	d Caracian		A CONTRACTOR OF THE STATE OF TH				<u> </u>		
MI		2 2 3 4 4 6 7 7			<u>.</u>	100000000000000000000000000000000000000			
MN									
MS					<u> </u>				
МО	6 6 1 1 1 1 1 1 1 1						S S S S S S S S S S S S S S S S S S S		
МТ									
NE							100		

APPENDIX

1	Intend to to no accred investor State (Part B-It	n- ited rs in e	Type of security and aggregate offering price offered in state (Part C-Item 1)	a	4 Type of investor and amount purchased in State (Part C-Item 2)				ation ate ach ach on of nted) m 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NV								<u></u>	1
ИН								er en e ⁿ esa estado en entre a sentena estado en estado en entre antido en entre en entre en entre en entre en en	-
NJ						1			1
NM							-		1
NY									-
NC		To the same of the	Limited Partnership Interests	3	\$368,750				
ND									
ОН									
ОК								1	
OR									
PA									
RI									
SC									
SD									
TN									
TX			Constant Constant						
UT					ekånanenveire				
VT									-
VA			***************************************						
WA					**************************************				
WV									<u> </u>
WI									
WY									
PR		,					5 1 1 5		